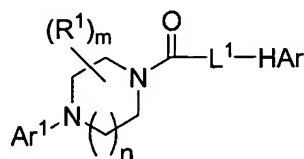


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound having the formula:



or a pharmaceutically acceptable salt or N-oxide thereof, wherein

the subscript n is ~~an integer of from 1 to 2~~;

the subscript m is an integer of from 0 to 2 +0;

each R¹ is a substituent independently selected from the group consisting of -CO₂H, C₁₋₄

alkyl and C₁₋₄ haloalkyl, C₁₋₈ alkyl, C₁₋₈ haloalkyl, C₃₋₆ cycloalkyl, C₂₋₈ alkenyl, C₂₋₈

alkynyl, -COR^a, -CO₂R^a, -CONR^aR^b, -NR^aCOR^b, -SO₂R^a, -X⁺COR^a, -X⁺CO₂R^a,

-X⁺CONR^aR^b, -X⁺NR^aCOR^b, -X⁺SO₂R^a, -X⁺SO₂NR^aR^b, -X⁺NR^aR^b, -X⁺OR^a, wherein

X⁺ is a member selected from the group consisting of C₁₋₄ alkylene, C₂₋₄ alkenylene

and C₂₋₄ alkynylene and each R^a and R^b is independently selected from the group consisting of hydrogen, C₁₋₈ alkyl, C₁₋₈ haloalkyl, C₃₋₆ cycloalkyl and aryl-C₁₋₄alkyl;

and wherein the aliphatic portions of each of said R¹ substituents is optionally substituted with from one to three members selected from the group consisting of

-OH, -OR^m, -OC(O)NHR^m, -OC(O)N(R^m)₂, ~~-SH, -SR^m~~, -S(O)R^m, -S(O)₂R^m,

-SO₂NH₂, -S(O)₂NHR^m, -S(O)₂N(R^m)₂, -NHS(O)₂R^m, -NR^mS(O)₂R^m, -C(O)NH₂,

-C(O)NHR^m, -C(O)N(R^m)₂, -C(O)R^m, -NHC(O)R^m, -NR^mC(O)R^m, -NHC(O)NH₂,

-NR^mC(O)NH₂, -NR^mC(O)NHR^m, -NHC(O)NHR^m, -NR^mC(O)N(R^m)₂,

-NHC(O)N(R^m)₂, -CO₂H, -CO₂R^m, -NHCO₂R^m, -NR^mCO₂R^m, -CN, ~~-NO₂~~, -NH₂,

-NHR^m, -N(R^m)₂, -NR^mS(O)NH₂ and -NR^mS(O)₂NHR^m, wherein each R^m is

independently an unsubstituted C₁₋₆ alkyl;

Ar^1 is ~~selected from the group consisting of phenyl, naphthyl, pyridyl, pyrazinyl, pyridazinyl, pyrimidinyl, triazinyl, quinolinyl, quinoxaliny and purinyl, each of which is~~ optionally substituted with from one to five R^2 substituents independently selected from the group consisting of halogen, $-\text{OR}^c$, $-\text{OC}(\text{O})\text{R}^e$, $-\text{NR}^c\text{R}^d$, $-\text{SR}^c$, $-\text{R}^e$, $-\text{CN}$, $-\text{NO}_2$, $-\text{CO}_2\text{R}^c$, $-\text{CONR}^c\text{R}^d$, $-\text{C}(\text{O})\text{R}^c$, $-\text{OC}(\text{O})\text{NR}^c\text{R}^d$, $-\text{NR}^d\text{C}(\text{O})\text{R}^c$, $-\text{NR}^d\text{C}(\text{O})_2\text{R}^e$, $-\text{NR}^c-\text{C}(\text{O})\text{NR}^c\text{R}^d$, $-\text{NH}-\text{C}(\text{NH}_2)=\text{NH}$, $-\text{NR}^e\text{C}(\text{NH}_2)=\text{NH}$, $-\text{NH}-\text{C}(\text{NH}_2)=\text{NR}^e$, $-\text{NH}-\text{C}(\text{NHR}^e)=\text{NH}$, $-\text{S}(\text{O})\text{R}^e$, $-\text{S}(\text{O})_2\text{R}^e$, $-\text{NR}^c\text{S}(\text{O})_2\text{R}^e$, $-\text{S}(\text{O})_2\text{NR}^c\text{R}^d$, $-\text{N}_3$, $-\text{X}^2\text{OR}^c$, $-\text{O}-\text{X}^2\text{OR}^c$, $-\text{X}^2\text{OC}(\text{O})\text{R}^c$, $-\text{X}^2\text{NR}^c\text{R}^d$, $-\text{O}-\text{X}^2\text{NR}^c\text{R}^d$, $-\text{X}^2\text{SR}^c$, $-\text{X}^2\text{CN}$, $-\text{X}^2\text{NO}_2$, $-\text{X}^2\text{CO}_2\text{R}^c$, $-\text{O}-\text{X}^2\text{CO}_2\text{R}^c$, $-\text{X}^2\text{CONR}^c\text{R}^d$, $-\text{O}-\text{X}^2\text{CONR}^c\text{R}^d$, $-\text{X}^2\text{C}(\text{O})\text{R}^c$, $-\text{X}^2\text{OC}(\text{O})\text{NR}^c\text{R}^d$, $-\text{X}^2\text{NR}^d\text{C}(\text{O})\text{R}^c$, $-\text{X}^2\text{NR}^d\text{C}(\text{O})_2\text{R}^e$, $-\text{X}^2\text{NR}^c\text{C}(\text{O})\text{NR}^c\text{R}^d$, $-\text{X}^2\text{NH}-\text{C}(\text{NH}_2)=\text{NH}$, $-\text{X}^2\text{NR}^e\text{C}(\text{NH}_2)=\text{NH}$, $-\text{X}^2\text{NH}-\text{C}(\text{NH}_2)=\text{NR}^e$, $-\text{X}^2\text{NH}-\text{C}(\text{NHR}^e)=\text{NH}$, $-\text{X}^2\text{S}(\text{O})\text{R}^e$, $-\text{X}^2\text{S}(\text{O})_2\text{R}^e$, $-\text{X}^2\text{NR}^c\text{S}(\text{O})_2\text{R}^e$, $-\text{X}^2\text{S}(\text{O})_2\text{NR}^c\text{R}^d$, $-\text{X}^2\text{N}_3$, $-\text{NR}^d-\text{X}^2\text{OR}^c$, $-\text{NR}^d-\text{X}^2\text{NR}^c\text{R}^d$, $-\text{NR}^d-\text{X}^2\text{CO}_2\text{R}^c$, and $-\text{NR}^d-\text{X}^2\text{CONR}^c\text{R}^d$, wherein X^2 is a member selected from the group consisting of C_{1-4} alkylene, C_{2-4} alkenylene and C_{2-4} alkynylene and each R^c and R^d is independently selected from hydrogen, C_{1-8} alkyl, C_{1-8} haloalkyl, C_{3-6} cycloalkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, aryl, heteroaryl, aryl- C_{1-4} alkyl, and aryloxy- C_{1-4} alkyl, or optionally R^c and R^d when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 2 additional heteroatoms as ring members; and each R^e is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8} haloalkyl, C_{3-6} cycloalkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, aryl, heteroaryl, aryl- C_{1-4} alkyl, and aryloxy- C_{1-4} alkyl, and each of R^c , R^d and R^e is optionally further substituted with from one to three members selected from the group consisting of $-\text{OH}$, $-\text{OR}^n$, $-\text{OC}(\text{O})\text{NHR}^n$, $-\text{OC}(\text{O})\text{N}(\text{R}^n)_2$, $-\text{SH}$, $-\text{SR}^n$, $-\text{S}(\text{O})\text{R}^n$, $-\text{S}(\text{O})_2\text{R}^n$, $-\text{SO}_2\text{NH}_2$, $-\text{S}(\text{O})_2\text{NHR}^n$, $-\text{S}(\text{O})_2\text{N}(\text{R}^n)_2$, $-\text{NHS}(\text{O})_2\text{R}^n$, $-\text{NR}^n\text{S}(\text{O})_2\text{R}^n$, $-\text{C}(\text{O})\text{NH}_2$, $-\text{C}(\text{O})\text{NHR}^n$, $-\text{C}(\text{O})\text{N}(\text{R}^n)_2$, $-\text{C}(\text{O})\text{R}^n$, $-\text{NHC}(\text{O})\text{R}^n$, $-\text{NR}^n\text{C}(\text{O})\text{R}^n$, $-\text{NHC}(\text{O})\text{NH}_2$, $-\text{NR}^n\text{C}(\text{O})\text{NH}_2$, $-\text{NR}^n\text{C}(\text{O})\text{NHR}^n$, $-\text{NHC}(\text{O})\text{NHR}^n$, $-\text{NR}^n\text{C}(\text{O})\text{N}(\text{R}^n)_2$, $-\text{NHC}(\text{O})\text{N}(\text{R}^n)_2$, $-\text{CO}_2\text{H}$, $-\text{CO}_2\text{R}^n$, $-\text{NHCO}_2\text{R}^n$, $-\text{NR}^n\text{CO}_2\text{R}^n$, $-\text{CN}$, $-\text{NO}_2$, $-\text{NH}_2$, $-\text{NHR}^n$, $-\text{N}(\text{R}^n)_2$, $-\text{NR}^n\text{S}(\text{O})\text{NH}_2$ and $-\text{NR}^n\text{S}(\text{O})_2\text{NHR}^n$, wherein each R^n is independently an unsubstituted C_{1-6} alkyl;

HAr is a heteroaryl group selected from the group consisting of pyrazolyl, ~~imidazolyl, triazolyl, tetrazolyl, oxazolyl, isoxazolyl, oxadiazolyl, oxathiadiazolyl, pyrrolyl, thiazolyl, isothiazolyl, benzimidazolyl, and~~ benzopyrazolyl ~~and benzotriazolyl~~, each of which is linked through a ring member nitrogen atom to the remainder of the molecule and is substituted with from one to five R³ substituents independently selected from the group consisting of halogen, -OR^f, -OC(O)R^f, -NR^fR^g, -SR^f, -R^h, -CN, -NO₂, -CO₂R^f, -CONR^fR^g, -C(O)R^f, -OC(O)NR^fR^g, -NR^gC(O)R^f, -NR^gC(O)₂R^h, -NR^f-C(O)NR^fR^g, ~~NH-C(NH₂)=NH, NR^h-C(NH₂)=NH, NH-C(NH₂)=NR^h, NH-C(NH₂)=NR^h, -S(O)R^h, -S(O)₂R^h, -NR^fS(O)₂R^h, -S(O)₂NR^fR^g, -NR^fS(O)₂NR^fR^g, -N₃, -X³OR^f, -X³OC(O)R^f, -X³NR^fR^g, -X³SR^f, -X³CN, -X³NO₂, -X³CO₂R^f, -X³CONR^fR^g, -X³C(O)R^f, -X³OC(O)NR^fR^g, -X³NR^gC(O)R^f, -X³NR^gC(O)₂R^h, -X³NR^f-C(O)NR^fR^g, ~~X³NH-C(NH₂)=NH, X³NR^h-C(NH₂)=NH, X³NH-C(NH₂)=NR^h, X³NH-C(NH₂)=NR^h, -X³S(O)R^h, -X³S(O)₂R^h, -X³NR^fS(O)₂R^h, -X³S(O)₂NR^fR^g, -Y, -X³Y, -X³N₃, -O-X³OR^f, -O-X³NR^fR^g, -O-X³CO₂R^f, -O-X³CONR^fR^g, -NR^g-X³OR^f, -NR^g-X³NR^fR^g, -NR^g-X³CO₂R^f, and -NR^g-X³CONR^fR^g~~, wherein Y is a five or six-membered aryl, heteroaryl or heterocyclic ring, optionally substituted with from one to three substituents selected from the group consisting of halogen, -OR^f, -NR^fR^g, -R^h, -SR^f, -CN, -NO₂, -CO₂R^f, -CONR^fR^g, -C(O)R^f, -NR^gC(O)R^f, -S(O)R^h, -S(O)₂R^h, -NR^fS(O)₂R^h, -S(O)₂NR^fR^g, -X³OR^f, -X³NR^fR^g, -X³NR^fS(O)₂R^h and -X³S(O)₂NR^fR^g, and wherein each X³ is independently selected from the group consisting of C₁₋₄ alkylene, ~~C₂₋₄ alkenylene and C₂₋₄ alkynylene~~ and each R^f and R^g is independently selected from hydrogen, C₁₋₈ alkyl, C₁₋₈ haloalkyl, C₃₋₆ cycloalkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 2 additional heteroatoms as ring members, and each R^h is independently selected from the group consisting of C₁₋₈ alkyl, C₁₋₈ haloalkyl, C₃₋₆ cycloalkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl, wherein the aliphatic portions of R^f, R^g and R^h is optionally further substituted with from one to~~

three members selected from the group consisting of -OH, -OR^o, -OC(O)NHR^o, -OC(O)N(R^o)₂, -SH, -SR^o, -S(O)R^o, -S(O)₂R^o, -SO₂NH₂, -S(O)₂NHR^o, -S(O)₂N(R^o)₂, -NHS(O)₂R^o, -NR^oS(O)₂R^o, -C(O)NH₂, -C(O)NHR^o, -C(O)N(R^o)₂, -C(O)R^o, -NHC(O)R^o, -NR^oC(O)R^o, -NHC(O)NH₂, -NR^oC(O)NH₂, -NR^oC(O)NHR^o, -NHC(O)NHR^o, -NR^oC(O)N(R^o)₂, -NHC(O)N(R^o)₂, -CO₂H, -CO₂R^o, -NHCO₂R^o, -NR^oCO₂R^o, -CN, -NO₂, -NH₂, -NHR^o, -N(R^o)₂, -NR^oS(O)NH₂ and -NR^oS(O)₂NHR^o, wherein each R^o is independently an unsubstituted C₁₋₆ alkyl;

L¹ is ~~-CH₂-~~ a linking group having from one to three main chain atoms selected from the group consisting of C, N, O and S and being optionally substituted with a from one to three substituents selected from the group consisting of halogen, phenyl, -ORⁱ, -OC(O)Rⁱ, -NRⁱR^j, -SRⁱ, -R^k, -CN, -NO₂, -CO₂Rⁱ, -CONRⁱR^j, -C(O)Rⁱ, -OC(O)NRⁱR^j, -NR^jC(O)Rⁱ, -NR^jC(O)₂R^k, -X⁴ORⁱ, -X⁴OC(O)Rⁱ, -X⁴NRⁱR^j, -X⁴SRⁱ, -X⁴CN, -X⁴NO₂, -X⁴CO₂Rⁱ, -X⁴CONRⁱR^j, -X⁴C(O)Rⁱ, -X⁴OC(O)NRⁱR^j, -X⁴NR^jC(O)Rⁱ and -X⁴NR^jC(O)₂R^k, wherein X⁴ is selected from the group consisting of C₁₋₄ alkylene, C₂₋₄ alkenylene and C₂₋₄ alkynylene and each Rⁱ and R^j is independently selected from hydrogen, C₁₋₈ alkyl, C₁₋₈ haloalkyl, C₃₋₆ cycloalkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl, and each R^k is independently selected from the group consisting of C₁₋₈ alkyl, C₁₋₈ haloalkyl, C₃₋₆ cycloalkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl or C₁₋₈ alkyl; and

with the proviso that the compound is other than CAS Reg. No. 492422-98-7, 1-[[4-bromo-5-methyl-3-(trifluoromethyl)-1H-pyrazol-1-yl]acetyl]-4-(5-chloro-2-methylphenyl)-piperazine; CAS Reg. No. 351986-92-0, 1-[[4-chloro-5-methyl-3-(trifluoromethyl)-1H-pyrazol-1-yl]acetyl]-4-(4-fluorophenyl)-piperazine; CAS Reg. No. 356039-23-1, 1-[(3,5-dimethyl-4-nitro-1H-pyrazol-1-yl)acetyl]-4-(4-fluorophenyl)-piperazine; 1-(2-{4-nitro-3,5-dimethyl-1H-pyrazol-1-yl}propanoyl)-4-phenylpiperazine; 2-(2,4-Dinitro-imidazol-1-yl)-1-[4-(4-fluorophenyl)-piperazin-1-yl]-ethanone; 2-(2,4-Dinitro-imidazol-1-yl)-1-(4-phenyl-piperazin-1-yl)-ethanone; 2-(4-Nitro-imidazol-1-yl)-1-(4-phenyl-piperazin-1-yl)-ethanone; and CAS Reg. No. 492992-15-1, 3-[3-

Fluoro-4-[4-[(1-pyrazolyl)acetyl]piperazine-1-yl]phenyl]-5-[[[(isoxazol-3-yl)amino]methyl]isoxazole.

2. (Currently Amended) A compound of claim 1, wherein Ar¹ is selected from the group consisting of:

- (i) phenyl, substituted with from 1 to 5 R² groups;
- (ii) ~~pyridinyl, substituted with from 1 to 4 R² groups; and~~
- (iii) ~~pyrimidinyl, substituted with from 1 to 3 R² groups;~~
- (iv) ~~pyrazinyl, substituted with from 1 to 3 R² groups; and~~
- (v) ~~pyridazinyl, substituted with from 1 to 3 R² groups;~~

wherein each R² is a member independently selected from the group consisting of halogen, -OR^c, -OC(O)R^c, -NR^cR^d, -SR^c, -R^c, -CN, -NO₂, -CO₂R^c, -CONR^cR^d, -C(O)R^c, -OC(O)NR^cR^d, -NR^dC(O)R^c, -NR^dC(O)₂R^c, -NR^c-C(O)NR^cR^d, -S(O)R^c, -S(O)₂R^c, -NR^cS(O)₂R^c, -S(O)₂NR^cR^d and -N₃.

3. (Currently Amended) A compound of claim 1, wherein Ar¹ is selected from the group consisting of:

- (i) phenyl, substituted with from 1 to 5 R² groups;
- (ii) ~~pyridinyl, substituted with from 1 to 4 R² groups; and~~
- (iii) ~~pyrimidinyl, substituted with from 1 to 3 R² groups;~~
- (iv) ~~pyrazinyl, substituted with from 1 to 3 R² groups; and~~
- (v) ~~pyridazinyl, substituted with from 1 to 3 R² groups;~~

wherein each R² is a member independently selected from the group consisting of halogen, -X²OR^c, -O-X²OR^c, -X²OC(O)R^c, -X²NR^cR^d, -O-X²NR^cR^d, -X²SR^c, -X²CN, -X²NO₂, -X²CO₂R^c, -O-X²CO₂R^c, -X²CONR^cR^d, -O-X²CONR^cR^d, -X²C(O)R^c, -X²OC(O)NR^cR^d, -X²NR^dC(O)R^c, -X²NR^dC(O)₂R^c, -X²NR^cC(O)NR^cR^d, -X²NH-C(NH₂)=NH, -X²NR^cC(NH₂)=NH, -X²NH-C(NH₂)=NR^c, -X²NH-C(NHR^c)=NH, -X²S(O)R^c, -X²S(O)₂R^c, -X²NR^cS(O)₂R^c, -X²S(O)₂NR^cR^d and -X²N₃.

4. (Original) A compound of claim 1, wherein Ar¹ is phenyl substituted with from 1 to 3 R² groups.

5. (Canceled)

6. (Currently Amended) A compound of claim ~~5~~ **4**, wherein HAr is a ~~member selected from the group consisting of pyrazolyl and triazolyl~~, which is optionally substituted with from one to three R³ groups independently selected from the group consisting of halogen, -OR^f, ~~-OC(O)R^f~~, -NR^fR^g, -SR^f, -R^h, -CN, ~~-NO₂~~, -CO₂R^f, -CONR^fR^g, -C(O)R^f, -OC(O)NR^fR^g, -NR^gC(O)R^f, -NR^gC(O)₂R^h, -NR^f-C(O)NR^fR^g, ~~-NH-C(NH₂)=NH, -NR^h-C(NH₂)=NH, -NH-C(NH₂)-NR^h, -NH-C(NHR^h)-NH~~, -S(O)R^h, -S(O)₂R^h, -NR^fS(O)₂R^h, -S(O)₂NR^fR^g, -NR^fS(O)₂R^h, -NR^fS(O)₂NR^fR^g, -N₃, -X³OR^f, -X³OC(O)R^f, -X³NR^fR^g, -X³SR^f, -X³CN, -X³NO₂, -X³CO₂R^f, -X³CONR^fR^g, -X³C(O)R^f, -X³OC(O)NR^fR^g, -X³NR^gC(O)R^f, -X³NR^gC(O)₂R^h, -X³NR^f-C(O)NR^fR^g, ~~-X³-NH-C(NH₂)=NH, -X³-NR^h-C(NH₂)=NH, -X³-NH-C(NH₂)-NR^h, -X³-NH-C(NHR^h)-NH~~, -X³S(O)R^h, -X³S(O)₂R^h, -X³NR^fS(O)₂R^h, -X³S(O)₂NR^fR^g, -Y, -X³Y and -X³N₃ wherein Y is a five or six-membered aryl, heteroaryl or heterocyclic ring, optionally substituted with from one to three substituents selected from the group consisting of halogen, -OR^f, -NR^fR^g, -R^h, -SR^f, -CN, -NO₂, -CO₂R^f, -CONR^fR^g, -C(O)R^f, -NR^gC(O)R^f, -S(O)R^h, -S(O)₂R^h, -NR^fS(O)₂R^h, -S(O)₂NR^fR^g, -X³OR^f, -X³NR^fR^g, -X³NR^fS(O)₂R^h and -X³S(O)₂NR^fR^g, and wherein each X³ is independently selected from the group consisting of C₁₋₄ alkylene, ~~C₂₋₄ alkenylene and C₂₋₄ alkynylene~~ and each R^f and R^g is independently selected from hydrogen, C₁₋₈ alkyl, C₁₋₈ haloalkyl, C₃₋₆ cycloalkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 2 additional heteroatoms as ring members, and each R^h is independently selected from the group consisting of C₁₋₈ alkyl, C₁₋₈ haloalkyl, C₃₋₆ cycloalkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl, wherein the aliphatic portions of R^f, R^g and R^h are optionally further substituted with from one to three members selected from the group consisting of -OH, -OR^o, -OC(O)NHR^o, -OC(O)N(R^o)₂, -SH, -SR^o, -S(O)R^o, -S(O)₂R^o, -SO₂NH₂, -S(O)₂NHR^o, -S(O)₂N(R^o)₂, -NHS(O)₂R^o, -NR^oS(O)₂R^o, -C(O)NH₂, -C(O)NHR^o, -C(O)N(R^o)₂, -C(O)R^o, -NHC(O)R^o, -NR^oC(O)R^o, -NHC(O)NH₂, -NR^oC(O)NH₂, -NR^oC(O)NHR^o, -NHC(O)NHR^o, -NR^oC(O)N(R^o)₂, -NHC(O)N(R^o)₂, -CO₂H, -CO₂R^o, -NHCO₂R^o, -NR^oCO₂R^o,

-CN, -NO₂, -NH₂, -NHR^o, -N(R^o)₂, -NR^oS(O)NH₂ and -NR^oS(O)₂NHR^o, wherein R^o is unsubstituted C₁₋₆ alkyl.

7. (Currently Amended) A compound of claim 6, wherein ~~n is 1, m is 0-2,~~
~~Ar⁺ is phenyl substituted with from one to three R² groups,~~ HAr is pyrazolyl which is substituted with three R³ groups and L¹ is -CH₂-.

8. (Canceled)

9. (Canceled)

10. (Currently Amended) A compound of claim ~~8~~ 7, wherein one of said R³ groups is selected from the group consisting of -Y and -X³-Y, wherein Y is selected from the group consisting of phenyl, thienyl, furanyl, pyridyl, pyrimidinyl, pyrazinyl, pyridiziny, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, tetrazolyl and oxadiazolyl, which is optionally substituted with from one to three substituents independently selected from the group consisting of halogen, -OR^f, -NR^fR^g, -COR^f, -CO₂R^f, -CONR^fR^g, -NO₂, -R^h, -CN, -X³-OR^f, -X³-NR^fR^g and -X³-NR^fS(O)₂R^h, wherein R^f and R^g are each independently selected from the group consisting of H, C₁₋₈ alkyl, C₃₋₆ cycloalkyl and C₁₋₈ haloalkyl, and each R^h is independently selected from the group consisting of C₁₋₈ alkyl, C₃₋₆ cycloalkyl and C₁₋₈ haloalkyl.

11. (Original) A compound of claim 10, wherein Y is selected from the group consisting of phenyl and thienyl, each of which is optionally substituted with from one to three substituents independently selected from the group consisting of halogen, -OR^f, -NR^fR^g, -COR^f, -CO₂R^f, -CONR^fR^g, -NO₂, -R^h, -CN, -X³-OR^f, -X³-NR^fR^g and -X³-NR^fS(O)₂R^h, wherein R^f and R^g are each independently selected from the group consisting of H, C₁₋₈ alkyl, C₃₋₆ cycloalkyl and C₁₋₈ haloalkyl, and each R^h is independently selected from the group consisting of C₁₋₈ alkyl, C₃₋₆ cycloalkyl and C₁₋₈ haloalkyl.

12. (Canceled)

13. (Canceled)

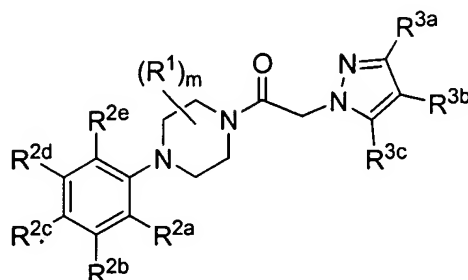
14. (Canceled)

15. (Canceled)

16. (Canceled)

17. (Canceled)

18. (Currently Amended) A compound of claim 1, having the formula:



wherein the subscript m is an integer of from 0 to 2;

each R^1 is a member selected from the group consisting of CO_2H , C_{1-4} alkyl and C_{1-4} haloalkyl, wherein the aliphatic portions are optionally substituted with OH , OR^m , OC(O)NHR^m , $\text{OC(O)N(R}^m)_2$, SH , SR^m , S(O)R^m , $\text{S(O)}_2\text{R}^m$, SO_2NH_2 , $\text{S(O)}_2\text{NHR}^m$, $\text{S(O)}_2\text{N(R}^m)_2$, $\text{NHS(O)}_2\text{R}^m$, $\text{NR}^m\text{S(O)}_2\text{R}^m$, C(O)NH_2 , C(O)NHR^m , $\text{C(O)N(R}^m)_2$, C(O)R^m , NHC(O)R^m , $\text{NR}^m\text{C(O)R}^m$, NHC(O)NH_2 , $\text{NR}^m\text{C(O)NH}_2$, $\text{NR}^m\text{C(O)NHR}^m$, NHC(O)NHR^m , $\text{NR}^m\text{C(O)N(R}^m)_2$, $\text{NHC(O)N(R}^m)_2$, CO_2H , CO_2R^m , NHCO_2R^m , $\text{NR}^m\text{CO}_2\text{R}^m$, CN , NO_2 , NH_2 , NHR^m , $\text{N(R}^m)_2$, $\text{NR}^m\text{S(O)NH}_2$ and $\text{NR}^m\text{S(O)}_2\text{NHR}^m$, wherein each R^m is independently an unsubstituted C_{1-6} alkyl;

R^{2a} , R^{2b} , R^{2c} , R^{2d} and R^{2e} are each members independently selected from the group consisting of hydrogen, halogen, OR^c , OC(O)R^c , NR^cR^d , SR^c , R^c , CN , NO_2 , CO_2R^c , CONR^cR^d , C(O)R^c , $\text{OC(O)NR}^c\text{R}^d$, $\text{NR}^d\text{C(O)R}^c$, $\text{NR}^d\text{C(O)}_2\text{R}^c$, $\text{NR}^c\text{C(O)NR}^c\text{R}^d$, $\text{NH C(NH}_2\text{)=NH}$, $\text{NR}^e\text{C(NH}_2\text{)=NH}$, $\text{NH C(NH}_2\text{)=NR}^e$, $\text{NH C(NHR}^e\text{)=NH}$, -

$S(O)R^e$, $-S(O)_2R^e$, $-NR^cS(O)_2R^e$, $-S(O)_2NR^cR^d$, $-N_3$, $-X^2OR^c$, $-O-X^2OR^c$,
 $-X^2OC(O)R^c$, $-X^2NR^cR^d$, $-O-X^2NR^cR^d$, $-X^2SR^c$, $-X^2CN$, $-X^2NO_2$, $-X^2CO_2R^c$,
 $-O-X^2CO_2R^c$, $-X^2CONR^cR^d$, $-O-X^2CONR^cR^d$, $-X^2C(O)R^c$, $-X^2OC(O)NR^cR^d$,
 $-X^2NR^dC(O)R^c$, $-X^2NR^dC(O)_2R^e$, $-X^2NR^cC(O)NR^cR^d$, ~~$-X^2NH-C(NH_2)=NH$,~~
 ~~$-X^2NR^eC(NH_2)=NH$, $-X^2NH-C(NH_2)=NR^e$, $-X^2NH-C(NHR^e)=NH$,~~ $-X^2S(O)R^e$,
 $-X^2S(O)_2R^e$, $-X^2NR^cS(O)_2R^e$, $-X^2S(O)_2NR^cR^d$, $-X^2N_3$, $-NR^d-X^2OR^c$, $-NR^d-X^2NR^cR^d$,
 $-NR^d-X^2CO_2R^c$, and $-NR^d-X^2CONR^cR^d$, wherein X^2 is ~~a member selected from the~~
~~group consisting of~~ C_{1-4} alkylene, C_{2-4} alkenylene and C_{2-4} alkynylene and each R^c and
 R^d is independently selected from hydrogen, C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6}
cycloalkyl, ~~C_{2-8} alkenyl, C_{2-8} alkynyl, aryl, heteroaryl, aryl- C_{1-4} alkyl, and aryloxy- C_{1-4}~~
~~alkyl,~~ or optionally R^c and R^d when attached to the same nitrogen atom can be
combined with the nitrogen atom to form a five or six-membered ring having from 0
to 2 additional heteroatoms as ring members; and each R^e is independently selected
from the group consisting of C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, ~~C_{2-8}~~
~~alkenyl, C_{2-8} alkynyl, aryl, heteroaryl, aryl- C_{1-4} alkyl, and aryloxy- C_{1-4}~~
~~alkyl,~~ and each
of R^c , R^d and R^e is optionally further substituted with from one to three members
selected from the group consisting of $-OH$, $-OR^n$, $-OC(O)NHR^n$, $-OC(O)N(R^n)_2$, $-SH$,
 $-SR^n$, $-S(O)R^n$, $-S(O)_2R^n$, $-SO_2NH_2$, $-S(O)_2NHR^n$, $-S(O)_2N(R^n)_2$, $-NHS(O)_2R^n$,
 $-NR^nS(O)_2R^n$, $-C(O)NH_2$, $-C(O)NHR^n$, $-C(O)N(R^n)_2$, $-C(O)R^n$, $-NHC(O)R^n$,
 $-NR^nC(O)R^n$, $-NHC(O)NH_2$, $-NR^nC(O)NH_2$, $-NR^nC(O)NHR^n$, $-NHC(O)NHR^n$,
 $-NR^nC(O)N(R^n)_2$, $-NHC(O)N(R^n)_2$, $-CO_2H$, $-CO_2R^n$, $-NHCO_2R^n$, $-NR^nCO_2R^n$, $-CN$,
 $-NO_2$, $-NH_2$, $-NHR^n$, $-N(R^n)_2$, $-NR^nS(O)NH_2$ and $-NR^nS(O)_2NHR^n$, wherein each R^n
is independently an unsubstituted C_{1-6} alkyl, such that at least one of R^{2a} , R^{2b} , R^{2c} , R^{2d}
and R^{2e} is other than H;

R^{3a} , R^{3b} and R^{3c} are each members independently selected from the group consisting of
hydrogen, halogen, $-OR^f$, ~~$-OC(O)R^f$,~~ $-NR^fR^g$, $-SR^f$, $-R^h$, $-CN$, $-NO_2$, $-CO_2R^f$,
 $-CONR^fR^g$, $-C(O)R^f$, $-OC(O)NR^fR^g$, $-NR^gC(O)R^f$, $-NR^gC(O)_2R^h$, $-NR^f-C(O)NR^fR^g$,
 ~~$-NH-C(NH_2)=NH$, $-NR^hC(NH_2)=NH$, $-NH-C(NH_2)=NR^h$, $-NH-C(NHR^h)=NH$,~~
 $S(O)R^h$, $-S(O)_2R^h$, $-NR^fS(O)_2R^h$, $-S(O)_2NR^fR^g$, $-NR^fS(O)_2NR^fR^g$, $-N_3$, $-X^3OR^f$,

$-X^3OC(O)R^f$, $-X^3NR^fR^g$, $-X^3SR^f$, $-X^3CN$, $-X^3NO_2$, $-X^3CO_2R^f$, $-X^3CONR^fR^g$,
 $-X^3C(O)R^f$, $-X^3OC(O)NR^fR^g$, $-X^3NR^gC(O)R^f$, $-X^3NR^gC(O)_2R^h$, $-X^3NR^f-C(O)NR^fR^g$,
 ~~$-X^3NH-C(NH_2)=NH$, $-X^3NR^hC(NH_2)=NH$, $-X^3NH-C(NH_2)=NR^h$, $-X^3NH-$~~
 ~~$C(NHR^h)=NH$~~ , $-X^3S(O)R^h$, $-X^3S(O)_2R^h$, $-X^3NR^fS(O)_2R^h$, $-X^3S(O)_2NR^fR^g$, $-Y$, $-X^3Y$,
 $-X^3N_3$, $-O-X^3OR^f$, $-O-X^3NR^fR^g$, $-O-X^3CO_2R^f$, $-O-X^3CONR^fR^g$, $-NR^g-X^3OR^f$,
 $-NR^g-X^3NR^fR^g$, $-NR^g-X^3CO_2R^f$, and $-NR^g-X^3CONR^fR^g$, wherein Y is a five or six-
membered aryl, heteroaryl or heterocyclic ring, optionally substituted with from one
to three substituents selected from the group consisting of halogen, $-OR^f$, $-NR^fR^g$,
 $-R^h$, $-SR^f$, $-CN$, $-NO_2$, $-CO_2R^f$, $-CONR^fR^g$, $-C(O)R^f$, $-NR^gC(O)R^f$, $-S(O)R^h$, $-S(O)_2R^h$,
 $-NR^fS(O)_2R^h$, $-S(O)_2NR^fR^g$, $-X^3OR^f$, $-X^3NR^fR^g$, $-X^3NR^fS(O)_2R^h$ and $-X^3S(O)_2NR^fR^g$,
and wherein each X^3 is independently selected from the group consisting of C_{1-4}
alkylene, ~~C_{2-4} alkenylene and C_{2-4} alkynylene~~ and each R^f and R^g is independently
selected from hydrogen, C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, ~~C_{2-8} alkenyl,~~
 ~~C_{2-8} alkynyl, aryl, heteroaryl, aryl- C_{1-4} alkyl, and aryloxy- C_{1-4} alkyl~~, or when attached
to the same nitrogen atom can be combined with the nitrogen atom to form a five or
six-membered ring having from 0 to 2 additional heteroatoms as ring members, and
each R^h is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8}
haloalkyl, and C_{3-6} cycloalkyl, ~~C_{2-8} alkenyl, C_{2-8} alkynyl, aryl, heteroaryl, aryl- C_{1-4}~~
~~alkyl, and aryloxy- C_{1-4} alkyl~~, wherein the aliphatic portions of R^f , R^g and R^h is
optionally further substituted with from one to three members selected from the group
consisting of $-OH$, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, $-SH$, $-SR^o$, $-S(O)R^o$,
 $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$,
 $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^oC(O)R^o$,
 $-NHC(O)NH_2$, $-NR^oC(O)NH_2$, $-NR^oC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^oC(O)N(R^o)_2$,
 $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, $-CN$, $-NO_2$, $-NH_2$,
 $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and $-NR^oS(O)_2NHR^o$, wherein each R^o is
independently an unsubstituted C_{1-6} alkyl, such that at least one of R^{3a} , R^{3b} and R^{3c} is
other than H.

19. (Original) A compound of claim 18, wherein at least one of R^{3a} , R^{3b} and R^{3c} is selected from the group consisting of -Y and $-X^3-Y$.

20. (Original) A compound of claim 18, wherein m is 0 or 1; at least one of R^{2a} and R^{2e} is hydrogen.

21. (Original) A compound of claim 18, wherein R^{3b} is halogen.

22. (Original) A compound of claim 21, wherein R^1 , when present, is selected from the group consisting of $-CO_2H$ or C_{1-4} alkyl, optionally substituted with -OH, $-OR^m$, $-S(O)_2R^m$, $-CO_2H$ and $-CO_2R^m$.

23. (Original) A compound of claim 20, wherein at least one of R^{3a} , R^{3b} and R^{3c} is selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl, wherein the aliphatic portions are optionally substituted with from one to three members selected from the group consisting of -OH, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, -SH, $-SR^o$, $-S(O)R^o$, $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$, $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^oC(O)R^o$, $-NHC(O)NH_2$, $-NR^oC(O)NH_2$, $-NR^oC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^oC(O)N(R^o)_2$, $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, -CN, $-NO_2$, $-NH_2$, $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and $-NR^oS(O)_2NHR^o$, wherein each R^o is independently an unsubstituted C_{1-6} alkyl.

24. (Original) A compound of claim 23, wherein R^{2d} is hydrogen and at least two of R^{3a} , R^{3b} and R^{3c} are selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl, wherein the aliphatic portions are optionally substituted with from one to three members selected from the group consisting of -OH, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, -SH, $-SR^o$, $-S(O)R^o$, $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$, $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^oC(O)R^o$, $-NHC(O)NH_2$, $-NR^oC(O)NH_2$, $-NR^oC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^oC(O)N(R^o)_2$, $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, -CN, $-NO_2$, $-NH_2$, $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and $-NR^oS(O)_2NHR^o$, wherein each R^o is independently an unsubstituted C_{1-6} alkyl.

25. (Original) A compound of claim 24, wherein R^{2c} is selected from the group consisting of F, Cl, Br, CN, NO_2 , CO_2CH_3 , $C(O)CH_3$ and $S(O)_2CH_3$, and each of R^{3a} , R^{3b} and R^{3c} is other than hydrogen.

26. (Original) A compound of claim 18, wherein m is 0 or 1; R^{2a} and R^{2e} are each hydrogen.

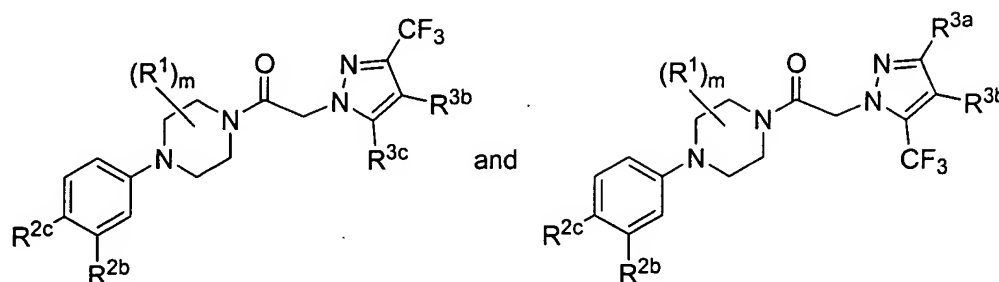
27. (Original) A compound of claim 26, wherein at least one of R^{3a} , R^{3b} and R^{3c} is selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl, wherein the aliphatic portions are optionally substituted with from one to three members selected from the group consisting of -OH, -OR^o, -OC(O)NHR^o, -OC(O)N(R^o)₂, -SH, -SR^o, -S(O)R^o, -S(O)₂R^o, -SO₂NH₂, -S(O)₂NHR^o, -S(O)₂N(R^o)₂, -NHS(O)₂R^o, -NR^oS(O)₂R^o, -C(O)NH₂, -C(O)NHR^o, -C(O)N(R^o)₂, -C(O)R^o, -NHC(O)R^o, -NR^oC(O)R^o, -NHC(O)NH₂, -NR^oC(O)NH₂, -NR^oC(O)NHR^o, -NHC(O)NHR^o, -NR^oC(O)N(R^o)₂, -NHC(O)N(R^o)₂, -CO₂H, -CO₂R^o, -NHCO₂R^o, -NR^oCO₂R^o, -CN, -NO₂, -NH₂, -NHR^o, -N(R^o)₂, -NR^oS(O)NH₂ and -NR^oS(O)₂NHR^o, wherein each R^o is independently an unsubstituted C_{1-6} alkyl.

28. (Original) A compound of claim 27, wherein each of R^{3a} , R^{3b} and R^{3c} is other than hydrogen.

29. (Original) A compound of claim 28, wherein R^{2c} is selected from the group consisting of F, Cl, Br, CN, NO_2 , CO_2CH_3 , $C(O)CH_3$ and $S(O)_2CH_3$.

30. (Original) A compound of claim 18, wherein m is 0 or 1; R^{2b} and R^{2e} are each hydrogen.

31. (Original) A compound of claim 18, having a formula selected from the group consisting of:



32. (Original) A compound of claim 31, wherein R^{3c} and R^{3a} are each independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; and R^{3b} is halogen.

33. (Original) A compound of claim 31, wherein R^{3c} and R^{3a} are each independently selected from the group consisting of halogen, $-NR^fR^g$, $-SR^f$, $-CO_2R^f$, $-Y$ and $-R^h$, wherein R^h is C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl, wherein the aliphatic portions are optionally further substituted with from one to three members selected from the group consisting of $-OH$, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, $-SH$, $-SR^o$, $-S(O)R^o$, $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$, $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^oC(O)R^o$, $-NHC(O)NH_2$, $-NR^oC(O)NH_2$, $-NR^oC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^oC(O)N(R^o)_2$, $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, $-CN$, $-NO_2$, $-NH_2$, $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and $-NR^oS(O)_2NHR^o$.

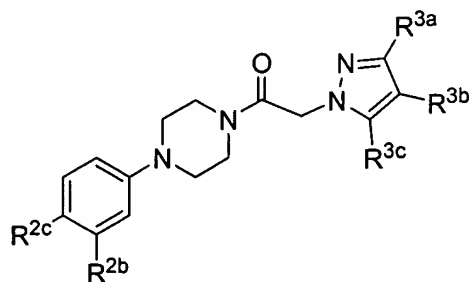
34. (Original) A compound of claim 33, wherein R^{3b} is halogen.

35. (Original) A compound of claim 31, wherein m is 0.

36. (Original) A compound of claim 31, wherein m is 1 or 2, and each R^1 is independently selected from the group consisting of $-CO_2H$ and C_{1-4} alkyl, wherein the alkyl portion is optionally substituted with $-OH$, $-OR^m$, $-S(O)_2R^m$, $-CO_2H$ and $-CO_2R^m$.

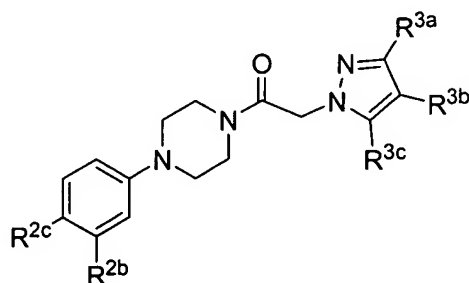
37. (Original) A compound of claim 31, wherein R^{2b} is selected from the group consisting of $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, and $-NR^cSO_2R^d$.

38. (Original) A compound of claim 18, having the formula:



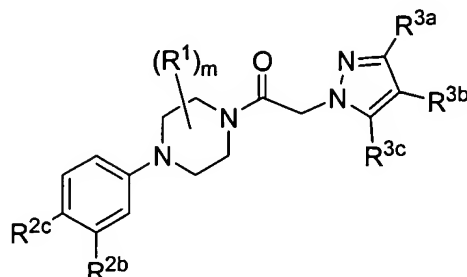
wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of NH_2 , CF_3 , SCH_3 and Y ; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl.

39. (Original) A compound of claim 18, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; R^{3c} is selected from the group consisting of NH_2 , CF_3 , SCH_3 and Y ; and R^{3b} is chloro or bromo.

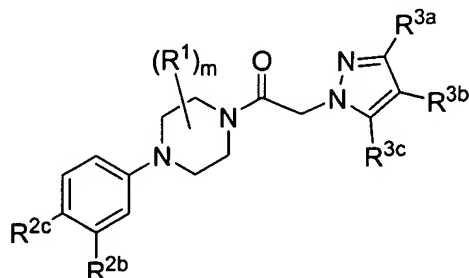
40. (Original) A compound of claim 18, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of NH_2 , CF_3 , SCH_3 and Y ; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl wherein the aliphatic portions of R^{3c} are optionally substituted with a member selected from the group consisting of $-OH$, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, $-SH$, $-SR^o$, $-S(O)R^o$, $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$, $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^oC(O)R^o$, $-NHC(O)NH_2$, $-NR^oC(O)NH_2$, $-NR^oC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^oC(O)N(R^o)_2$, $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, $-CN$, $-NO_2$, $-NH_2$, $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and $-NR^oS(O)_2NHR^o$.

41. (Original) A compound of claim 40, wherein each R^1 , when present, is selected from the group consisting of $-CO_2H$ and C_{1-4} alkyl, optionally substituted with a member selected from the group consisting of $-OH$, $-OR^m$, $-S(O)_2R^m$, $-CO_2H$ and $-CO_2R^m$.

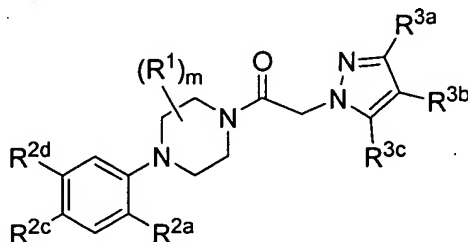
42. (Original) A compound of claim 18, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl, wherein the aliphatic portions of R^{3a} are optionally substituted with a member selected from the group consisting of $-OH$, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, $-SH$, $-SR^o$, $-S(O)R^o$, $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$, $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^cC(O)R^o$, $-NHC(O)NH_2$, $-NR^cC(O)NH_2$, $-NR^cC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^cC(O)N(R^o)_2$, $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, $-CN$, $-NO_2$, $-NH_2$, $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and $-NR^oS(O)_2NHR^o$; R^{3c} is selected from the group consisting of NH_2 , CF_3 , SCH_3 and Y ; and R^{3b} is chloro or bromo.

43. (Original) A compound of claim 42, wherein each R^1 , when present, is selected from the group consisting of $-CO_2H$ and C_{1-4} alkyl, optionally substituted with a member selected from the group consisting of $-OH$, $-OR^m$, $-S(O)_2R^m$, $-CO_2H$ and $-CO_2R^m$.

44. (Original) A compound of claim 18, having the formula:

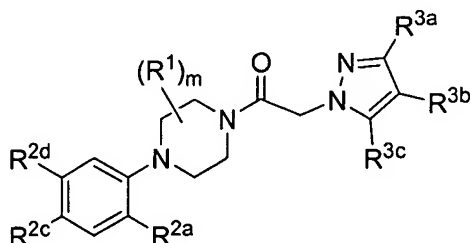


wherein R^{2a} is other than hydrogen; R^{2c} is halogen, cyano or nitro; R^{2d} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl, optionally substituted with a member selected from the group consisting of $-OH$, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, $-SH$, $-SR^o$, $-S(O)R^o$, $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$, $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^cC(O)R^o$, $-NHC(O)NH_2$, $-NR^cC(O)NH_2$, $-NR^cC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^cC(O)N(R^o)_2$, $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, $-CN$, $-NO_2$, $-NH_2$, $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and

-NR^oS(O)₂NHR^o; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of NH₂, CF₃, SCH₃ and Y.

45. (Original) A compound of claim 44, wherein each R¹, when present, is selected from the group consisting of -CO₂H and C₁₋₄ alkyl, optionally substituted with a member selected from the group consisting of -OH, -OR^m, -S(O)₂R^m, -CO₂H and -CO₂R^m.

46. (Original) A compound of claim 18, having the formula:



wherein R^{2a} is other than hydrogen; R^{2c} is halogen, cyano or nitro; R^{2d} is -SR^c, -O-X²-OR^c, -X²-OR^c, -R^e, -OR^c, -NR^cR^d, -NR^cS(O)₂R^e and -NR^dC(O)R^c; R^{3a} is selected from the group consisting of NH₂, CF₃, SCH₃ and Y; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C₁₋₆ alkyl, C₁₋₆ haloalkyl and C₃₋₆ cycloalkyl, optionally substituted with a member selected from the group consisting of -OH, -OR^o, -OC(O)NHR^o, -OC(O)N(R^o)₂, -SH, -SR^o, -S(O)R^o, -S(O)₂R^o, -SO₂NH₂, -S(O)₂NHR^o, -S(O)₂N(R^o)₂, -NHS(O)₂R^o, -NR^oS(O)₂R^o, -C(O)NH₂, -C(O)NHR^o, -C(O)N(R^o)₂, -C(O)R^o, -NHC(O)R^o, -NR^oC(O)R^o, -NHC(O)NH₂, -NR^oC(O)NH₂, -NR^oC(O)NHR^o, -NHC(O)NHR^o, -NR^oC(O)N(R^o)₂, -NHC(O)N(R^o)₂, -CO₂H, -CO₂R^o, -NHCO₂R^o, -NR^oCO₂R^o, -CN, -NO₂, -NH₂, -NHR^o, -N(R^o)₂, -NR^oS(O)NH₂ and -NR^oS(O)₂NHR^o.

47. (Original) A compound of claim 46, wherein each R¹, when present, is selected from the group consisting of -CO₂H and C₁₋₄ alkyl, optionally substituted with a member selected from the group consisting of -OH, -OR^m, -S(O)₂R^m, -CO₂H and -CO₂R^m.

48. (Original) A compound of claim 30, wherein at least one of R^{3a}, R^{3b} and R^{3c} is selected from the group consisting of halogen and C₁₋₄ haloalkyl.

49. (Original) A compound of claim 48, wherein each of R^{3a} , R^{3b} and R^{3c} is other than hydrogen.

50. (Original) A compound of claim 18, wherein m is 0 or 1; R^1 , when present, is C_{1-2} alkyl, optionally substituted with a member selected from the group consisting of -OH, -OR^m, -S(O)₂R^m, -CO₂H and -CO₂R^m; R^{2a} is selected from H, CH₃ and halogen; R^{2b} is H; R^{2c} is selected from H, Cl and Br; R^{2d} is selected from OCH₃, OCH₂CH₃, NHCH₃, CH₂OCH₃ and CH₃; R^{2e} is H, such that at least one of R^{2a} and R^{2c} is other than H; R^{3b} is Cl or Br; one of R^{3a} and R^{3c} is cyclopropyl, CF₃, or methyl, optionally substituted with NH₂, OH or OCH₃, and the other of R^{3a} and R^{3c} is selected from the group consisting of CF₃, Br, CH₃, -CO₂CH₃, -CO₂Et, -N(CH₃)₂, -NH₂, ethyl, isopropyl, substituted phenyl and substituted or unsubstituted thienyl.

51. (Canceled)

52. (Canceled)

53. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of claim 1.